

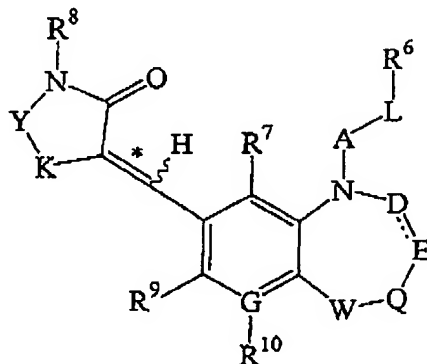
Amendments to the Claims:

This listing of claims will replace all prior versions and listings of claims in the application:

Listing of Claims:

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1. (currently amended) A compound of Formula I:



or a pharmaceutically acceptable salt thereof;

or a pharmaceutically acceptable salt thereof;

wherein W is O, S, or NR²⁴;

wherein R²¹ is selected from the group consisting of: H, CF₃, a C₁₋₆alkyl, and phenyl;

wherein Q is (CR²R³)_p,

wherein R² and R³ are independently selected from H [[or]] and -CH₃;

wherein p is 0 or 1;

wherein E is CR⁴R⁵;

wherein R⁴ and R⁵ are independently selected from H [[or]] and -CH₃;

wherein D is CR²⁸R³⁰;

wherein R²⁸ and R³⁰ are independently selected from H [[or]] and -CH₃;

wherein the dashed bond between D and E can be absent or present;

wherein A is absent, -S(O)₂-, -C(O)-, -C(O)-O-, -C(O)-NH-, or -C(S)-NH-;

wherein L is absent, a C₁-C₃alkylene, -CH₂-, (CH₂)₂-, CH=CH-, a C₂-C₃alkenylene, -CH₂-O-, -C₁-C₃alkyl-O-, -CH₂-O-CH₂-, -C₁-C₃alkyl-O-C₁-C₃alkyl-, -CH₂-S-, -C₁-C₃alkyl-S-, C₁-C₃alkyl-S(O)-, C₁-C₃alkyl-S(O)₂-, -C₁-C₃alkyl-S-C₁-C₃alkyl-, -C₁-C₃alkyl-CO-, -C₁-C₃alkyl-C(O)O-, -C₁-C₃alkyl-C(O)-CH₂-, -C₁-C₃alkyl-C(O)NR²²-, -C₁-C₃alkyl-NR²²-C(O)-, -C₁-C₃alkyl-NR²²-C(O)-NR²⁴-, or -C₁-C₃alkyl-NR²²-;

wherein R²² and R²⁴ are independently selected from H, and C₁₋₃alkyl;

wherein R⁶ is selected from the group consisting of H, a C₁₋₃alkyl, a C₂₋₄alkenyl, a

C₂₋₉alkynyl, C(C_{1-C₅}alkyl)(C_{1-C₅}alkyl), a C_{3-C₈}cycloalkyl, a 3- to 8-membered heterocycloalkyl, a piperidinyl, a 6- to 12-membered bicyclic heterocycloalkyl, a 6- to 11-membered bridged bicyclic heterocycloalkyl, a 5-membered heteroaryl, a 5-isoxazolyl, a 3-isoxazolyl, an isoxazolyl, a 2-furanyl, a 3-furanyl, a 2-thienyl, a 3-thienyl, a thienyl, a 6-membered heteroaryl, a pyridinyl, a 4-pyridinyl, a 3-pyridinyl, an 8- to 12-membered bicyclic heteroaryl, a 2-quinoxaliny, a quinoxaliny, a phenyl, a naphthalenyl, a 1-naphthalenyl, a 2-naphthalenyl, a 9- to 12-membered bicyclic aryl, and a 9,10-dioxo-9,10-dihydro-anthracen-2-yl, a benzofurazanyl, and a 4-(2,2-difluoro-1,3-benzodioxolyl);

wherein R⁷ is H, F, CF₃, or CH₃;

wherein R⁸ is H, -CH₂COOH, phenyl, -CH₃, a C₁₋₆alkyl, or a C₂₋₈alkenyl;

wherein Y is G(O), or C(S);

wherein K is NH, O, CH₂, or S;

wherein R⁹ is H, F, CF₃, or CH₃;

wherein G is C-R¹⁰ or N;

wherein R¹⁰ is H, -O-C₁₋₃alkyl, a C₁₋₃alkyl, -NO₂, -NR¹⁸R¹⁸, a -S-C₁₋₃alkyl, F or Cl;

wherein R¹⁸ and R¹⁸ are independently selected from the group consisting of: H, and C₁₋₃alkyl; and

wherein the stereochemistry of the double bond denoted "*" is entgegen or zusammen.

2. (currently amended) The compound of claim 1, wherein K is S, ~~Y is C(S)~~, and R⁸ is H.
3. (currently amended) The compound of claim 2, wherein ~~W is O~~, G is C-R¹⁰, ~~p is O~~, and R⁴, R⁵, R⁷, R⁸, R⁹, R¹⁰, R²⁸ and R³⁰ are H; and wherein the dashed bond between D and E is absent.
4. (currently amended) The compound of claim 1, wherein R⁶ is selected from the group consisting of H, a C₁₋₆alkyl, a C₂₋₈alkenyl, a C₂₋₉alkynyl, C(C_{1-C₅}alkyl)(C_{1-C₅}alkyl), a C_{3-C₈}cycloalkyl, a phenyl, and a naphthalenyl, ~~a 1-naphthalenyl, and a 2-naphthalenyl~~.
5. (currently amended) The compound of claim 1, wherein L is absent, a C_{1-C₃}-alkylene, -CH₂-, ~~(CH₂)₂-, CH=CH-~~, a C_{2-C₃}-alkenylene, -CH₂-O-, -C_{1-C₃}-alkyl-O-, -CH₂-O-CH₂-, -C_{1-C₃}-alkyl-O-C_{1-C₃}-alkyl, -CH₂-S-, -C_{1-C₃}-alkyl-S-, or -C_{1-C₃}-alkyl-S-C_{1-C₃}-alkyl-.
6. (original) The compound of claim 1, wherein A is -C(O)-, -C(O)-O-, or -C(O)-NH-.

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7. (currently amended) The compound of claim 3, wherein R⁶ is selected from the group consisting of H, a C₁₋₉alkyl, a C₂₋₉alkenyl, a C₂₋₉alkynyl, C(C_{1-C₅}alkyl)(C_{1-C₅}alkyl), a C_{3-C₈}cycloalkyl, a phenyl, and a naphthalenyl, a 1-naphthalenyl, and a 2-naphthalenyl.
8. (currently amended) The compound of claim 7, wherein L is absent, a C_{1-C₃}alkylene, -CH₂-, (CH₂)₂-, CH=CH-, a C_{2-C₃}alkenylene, -CH₂-O-, -C_{1-C₃}alkyl-O-, -CH₂-O-CH₂-, -C_{1-C₃}alkyl-O-C_{1-C₃}alkyl, -CH₂-S-, -C_{1-C₃}alkyl-S-, or -C_{1-C₃}alkyl-S-C_{1-C₃}alkyl-.
9. (original) The compound of claim 8, wherein R⁶ is H, a C₁₋₉alkyl, a C₂₋₉alkenyl, a C₂₋₉alkynyl, or a C(C_{1-C₃}alkyl)(C_{1-C₅}alkyl).
10. (currently amended) The compound of claim ~~[[9]]~~ 3, wherein the compound is selected from the group consisting of:
 5-(4-Isobutyryl-3,4-dihydro-2H-1,4-benzoxazin-6-ylmethylene)-2-thioxo-thiazolidin-4-one;
 5-(4-Heptanoyl-3,4-dihydro-2H-1,4-benzoxazin-6-ylmethylene)-2-thioxo-thiazolidin-4-one;
 8-Oxo-8-[6-(4-oxo-2-thioxo-thiazolidin-5-ylidenemethyl)-2,3-dihydro-1,4-benzoxazin-4-yl]-octanoic acid methyl ester; and
 5-(4-Pentanoyl-3,4-dihydro-2H-1,4-benzoxazin-6-ylmethylene)-2-thioxo-thiazolidin-4-one.
11. (currently amended) The compound of claim 8, wherein R⁶ is a phenyl, or a naphthalenyl, a 1-naphthalenyl, or a 2-naphthalenyl.
12. (currently amended) The compound of claim ~~[[9]]~~ 3, wherein the compound is selected from the group consisting of:
 4-[[2-(3,4-Dichloro-phenyl)-acetyl]-3,4-dihydro-2H-benzo[1,4]oxazine-6-ylmethylene]-2-thioxo-thiazolidin-4-one;
 6-(4-Oxo-2-thioxo-thiazolidin-5-ylidenemethyl)-2,3-dihydro-1,4-benzoxazine-4-carboxylic acid phenyl ester;
 6-(4-Oxo-2-thioxo-thiazolidin-5-ylidenemethyl)-2,3-dihydro-1,4-benzoxazine-4-carboxylic acid p-tolyl ester;
 5-[4-(3-Phenyl-acryloyl)-3,4-dihydro-2H-1,4-benzoxazin-6-ylmethylene]-2-thioxo-thiazolidin-4-one;
 5-[4-(2-Benzyloxy-acetyl)-3,4-dihydro-2H-1,4-benzoxazin-6-ylmethylene]-2-thioxo-thiazolidin-4-one;
 5-[4-(2-Phenylsulfanyl-acetyl)-3,4-dihydro-2H-1,4-benzoxazin-6-ylmethylene]-2-thioxo-thiazolidin-4-one;

6-(4-Oxo-2-thioxo-thiazolidin-5-ylidenemethyl)-2,3-dihydro-1,4-benzoxazine-4-carboxylic acid 4-methoxycarbonyl-phenyl ester;
6-(4-Oxo-2-thioxo-thiazolidin-5-ylidenemethyl)-2,3-dihydro-1,4-benzoxazine-4-carboxylic acid (3-trifluoromethyl-phenyl)-amide;
6-(4-Oxo-2-thioxo-thiazolidin-5-ylidenemethyl)-2,3-dihydro-1,4-benzoxazine-4-carboxylic acid phenethyl-amide;
6-(4-Oxo-2-thioxo-thiazolidin-5-ylidenemethyl)-2,3-dihydro-1,4-benzoxazine-4-carboxylic acid naphthalen-1-yl ester;
6-(4-Oxo-2-thioxo-thiazolidin-5-ylidenemethyl)-2,3-dihydro-benzo[1,4]oxazine-4-carboxylic acid (4-chloro-phenyl)-amide;
6-(4-Oxo-2-thioxo-thiazolidin-5-ylidenemethyl)-2,3-dihydro-benzo[1,4]oxazine-4-carboxylic acid (3,4-dichloro-phenyl)-amide;
6-(4-Oxo-2-thioxo-thiazolidin-5-ylidenemethyl)-2,3-dihydro-benzo[1,4]oxazine-4-carboxylic acid (3,5-dimethyl-phenyl)-amide; and
6-(4-Oxo-2-thioxo-thiazolidin-5-ylidenemethyl)-2,3-dihydro-benzo[1,4]oxazine-4-carboxylic acid (3-chloro-phenyl)-amide.

13. (original) The compound of claim 8, wherein R⁸ is a C₃-C₈cycloalkyl.
14. (currently amended) The compound of claim [[13]] 3, wherein the compound is selected from the group consisting of:
5-[4-(3-Cyclopentyl-propionyl)-3,4-dihydro-2H-1,4-benzoxazin-6-ylmethylene]-2-thioxo-thiazolidin-4-one;
6-(4-Oxo-2-thioxo-thiazolidin-5-ylidenemethyl)-2,3-dihydro-1,4-benzoxazine-4-carboxylic acid cyclopentylamide; and
5-[4-(3-Methyl-cyclohexanecarbonyl)-3,4-dihydro-2H-benzo[1,4]oxazin-6-ethylene]-2-thioxo-thiazolidin-4-one.

Claims 15-21 (canceled)

22. (original) A pharmaceutical composition comprising:
a therapeutically effective amount of a compound of claim 1 and a pharmaceutically acceptable carrier.
23. (currently amended) A pharmaceutical composition comprising:
a therapeutically effective amount of a compound of any one of claims 1-14 and a pharmaceutically acceptable carrier.